

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

D.B. ZWIRN SPECIAL OPPORTUNITIES
FUND LP,
a Delaware limited partnership, in its separate
capacities as Asset Based Collateral Agent,
Tranche A Collateral Agent and Tranche B
Collateral Agent,

Plaintiff,

v.

DEL CASTELLO GALLERY, INC. (f/k/a
MDC Vacuum Products Corporation), a California
Corporation, and MICHAEL DEL CASTELLO

Defendants.

08 Civ. 3044 (AKH)

FRCP 7.1 STATEMENT

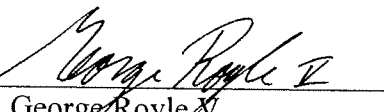
Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure and to enable judges and magistrate judges of the Court to evaluate possible disqualification or recusal, undersigned counsel for D.B. Zwirn Special Opportunities Fund, L.P. ("DBZ") hereby certifies:

1. That DBZ has no corporate parent; and
2. That no publicly held corporation owns 10% or more of DBZ's partnership interests.

Dated: March 25, 2008
New York, New York

LATHAM & WATKINS LLP

By:



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